

**DRAFT**

**BOARD OF MANAGERS  
NUECES COUNTY HOSPITAL DISTRICT  
SPECIAL MEETING  
JANUARY 7, 2025**

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The Nueces County Hospital District Board of Managers met at 12:00 p.m, January 7, 2025 in the NCHD Board Room at 555 N. Carancahua, Suite 950 – A Corpus Christi, Texas.

**HOSPITAL DISTRICT REPRESENTATIVES:**

Jonny F. Hipp	Administrator/CEO
Belinda Espinoza	Asst. Administrator, Admin. Services – via Zoom
Donna Littlefield	Director, Accounting & Finance
John B. Martinez	General Counsel – via Zoom
Adam Robison	Legal Counsel
Melissa Quintanilla	Executive Assistant/Human Resources
Carmina Hernandez Moreno	Administrative Assistant

**OTHERS PRESENT:**

Dom Dominguez	Christus Spohn Hospital
Becky Rios	Christus Spohn Hospital – via Zoom
Mark Hendrix	NCMHID – via Zoom
Patricia Shipton	Lobbyist – via Zoom
Willie Cassidy	Gjerset & Lorenz – via Zoom
Tracy Morehead	- via Zoom
Olivia Garrett	- via Zoom

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**1. WELCOME**

**2. ROLL CALL OF BOARD OF MANAGERS**

- John E. Valls, MBA, Chairman
- Vishnu V. Reddy, M.D., Vice Chairman
- Sylvia Tryon Oliver
- Belinda Flores, R.N.
- Mariana Garza, J.D.
- Efrain Guerrero, Jr.
- Arthur Granado

**3. CALL TO ORDER, ESTABLISHMENT OF QUORUM, MEETING POSTING CONFIRMATION, AND CLOSED MEETING NOTICE:**

A. Call to order – John E. Valls, Chairman.

The meeting was called to order at 12:09 p.m.

B. Establish quorum – Mr. Valls, Chairman.

A quorum was present with all members in attendance.

C. Confirm posting of Meeting's public notice in accordance with Texas Open Meetings Act, Texas Government Code, Chapter 551.

D. Public notice is hereby given that the Board of Managers may elect to go into Closed Meeting session(s) at any time during the meeting to discuss any matter(s) listed on the agenda when so authorized by the provisions of the Open Meetings Act, Texas Government Code, Chapter 551.

**4. ANNOUNCEMENT ON DISCLOSURE OF CONFLICTS OF INTEREST.** Any Conflicts of Interest or Appearance of a Conflict of Interest with items on this agenda shall be declared at this time. Members with conflicts will refrain from voting and are asked to refrain from discussion on such items. Conflicts discovered later in the meeting shall be disclosed at that time.

**5. PUBLIC COMMENT** - Persons attending in-person and wishing to comment on any item(s) on the agenda or any subject within the Board's responsibilities must sign-in on the "Agenda Item Request to Speak" form provided at the entrance of the Board meeting room at least five (5) minutes prior to commencement of the meeting. Persons attending via audio or video conference and wishing to comment on any item(s) on the agenda or any subject within the Board's responsibilities must verbally notify the presiding officer of their desire to comment when the officer calls for public comment from those attending via audio and

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video conference. Commenters shall limit their comments to three (3) minutes, except that Commenters addressing the Board through a translator shall limit their comments to six (6) minutes.

**Dom Dominguez**

**6. REGULAR AGENDA** - The Regular Agenda consists of those agenda items which are non-routine, not administrative in nature, or otherwise in need of separate attention. Each Regular Agenda item will be voted upon separately if action is required:

A. Discuss and consider approval of an Interlocal Agreement between Nueces County and Nueces County Hospital District relating to the provision of certain County employee benefits, including but not limited to health insurance, to Hospital District employees and other related matters; initial term October 1, 2024 - September 30, 2025. **(ACTION)**

**Motion Ms. Flores and seconded by Dr. Reddy.  
MOTION CARRIED.**

B. Discuss and approve updated 89th Texas Legislative Session Bill drafts. **(ACTION)**

**Motion by Mr. Granado to amend the language to include under Sec 1. B.2 subspecialties and to approve the remaining language as presented. seconded by Ms. Oliver. MOTION CARRIED.**

C. Receive 2025 Board of Managers and Board Committees meeting dates/times. **(INFORMATION)**

**7. CLOSED MEETING** - Public Notice is hereby given that the Board of Managers may go into closed meeting session(s) at any time during the meeting to discuss any matter(s) listed on the agenda, when so authorized by the provisions of the Open Meetings Act, Texas Government Code, Chapter 551. *To the extent there has been a past practice of distinguishing items for public deliberation and those for executive session, the public is advised that the Board is departing from that practice, and reserves the right to discuss any listed agenda items in a closed meeting when authorized by law to do so.* When the Board goes into closed session(s) regarding an agenda item(s), the section(s) of the Open Meetings Act authorizing the closed session will be publicly announced by the presiding officer. Should any final action, final decision, or final vote be required in the opinion of the Board with regard to any matter considered in closed session(s), then the final action, final decision, or final vote shall be either: (a) in the open meeting covered by the Notice upon



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reconvening of the public meeting; or (b) at a subsequent public meeting of the Board upon notice thereof, as the Board shall determine pursuant to applicable laws. The Board

specifically expects to go into a closed session(s) on the matters listed below pursuant to the Act, §551.071 and §551.074.

A. Consult with attorneys on matters relating to dispute resolution demand received from CHRISTUS Spohn Health System relating to the Amended and Restated Membership Agreement, pursuant to §551.071.

B. Consult with attorneys matters relating to the Amended and Restated Membership Agreement between Hospital District and CHRISTUS Spohn Health System Corporation, pursuant to §551.071.

C. Consult with attorneys on matters relating to CHRISTUS Spohn Health System's commitments to future graduate medical education and their emergency medicine residency program, pursuant to §551.071.

D. Consult with attorneys on matters relating to provisions of the Administrator's Employment Agreement, pursuant to §551.071 and §551.074.

**Mr. Valls, Chairman called for a 5 minute break at 1:01 p.m.  
and to immediately after break go into Close Session.**

**8. OPEN MEETING** - Following the Closed Meeting, the Board of Managers will reconvene the Open Meeting prior to taking any action(s) on matters considered in the Closed Meeting or adjourning the meeting.

**Mr. Valls, Chairman called for Open Session at 2:04 p.m.  
Mr. Valls excused himself at 2:08 p.m. and  
Dr. Reddy, Vice Chairman proceeded with the meeting.**

A. Consider final action, decision, or vote on matters considered in the Closed Meeting:

1. Discuss and consider authorizing the Administrator to enter into a Letter Agreement with CHRISTUS Spohn Health System Corporation granting the Hospital District the ability to exercise a call right to provide for potential early access to certain leased assets in exchange for disbursing remaining escrow funds to CHRISTUS Spohn Health System and in acknowledgment of CHRISTUS Spohn Health's System's achievement of its green space commitment pursuant to Schedule 1, Section 3.9.7 of Amended and Restated Membership Agreement between Hospital District and CHRISTUS Spohn Health System Corporation, as amended, and resolving CHRISTUS Spohn Health System Corporation's December 2, 2024

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Mediation Notice under Membership Agreement. (*ACTION*)

**Motion by Mr. Guerrero and seconded by Ms. Flores.  
MOTION CARRIED.**

2. Discuss and consider disbursement of remaining escrow funds to CHRISTUS Spohn Health System Corporation in accordance with Item 8.A.1 above, and authorize the Administrator to execute related documents. (*ACTION*)

**Motion by Mr. Guerrero and seconded by Ms. Flores.  
MOTION CARRIED.**

3. Receive a document dated November 14, 2024 on CHRISTUS Spohn Health System's letterhead that included statements concerning Spohn's commitment to future graduate medical education and their emergency medicine residency program and direct incorporation of the document/statements into the Hospital District's January 7, 2025 board meeting into meeting minutes. (*ACTION*)

**Motion by Ms. Oliver and seconded by Ms. Flores.  
MOTION CARRIED.**

4. Discuss and consider directing incorporation of the statements and commitments made by CHRISTUS Spohn Health System Corporation's Chief Executive Officer during the Hospital District's January 7, 2025 board meeting into meeting minutes. (*ACTION*)

**Motion by Mr. Granado and seconded by Mr. Guerrero.  
MOTION CARRIED.**

5. Discuss and consider amending provisions of the Administrator's Employment Agreement. (*ACTION*)

**Mr. Valls, Chairman was present for Item 8 A.5  
before excusing himself, but abstained on vote.  
Motion by Dr. Reddy to authorize a 6% salary increase  
for Mr. Hipp retro to October 1, 2024 and a new  
term agreement dated October 1, 2024 –  
September 30, 2028. Seconded by Ms. Oliver.  
Board to authorize Dr. Reddy to sign agreement.  
MOTION CARRIED.**

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6. Discuss and consider final action, decision, or vote on other matters considered in Closed Meeting. (***ACTION AS NEEDED***)

**No action taken.**

**9. ADJOURN**

**Mr. Valls, Chairman proceeded the meeting at 2:15  
and Motion to adjourn at 2:18 p.m**

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**PRESIDING OFFICERS:**

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John E. Valls, MBA, Chairman

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Dr, Vishnu Reddy, M.D.

**ATTEST:**

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Jonny F. Hipp, Secretary  
Board of Managers  
Nueces County Hospital District